

BRAE
CORPORATION

ORIGINAL

VIA HAND DELIVERY

RECORDATION NO. 9875-EE Filed 1988

SEP 1 1988 - 11 03 AM

INTERSTATE COMMERCE COMMISSION

August 31, 1988

No.

8-246A090

Date SEP 2 1988

Fee \$ 143.00

ICC Washington, D.C.

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
12th & Constitution
Room 2215
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C Section 11303 are one original and four copies of the following document:

Equipment Schedule No. 4 dated as of July 22, 1988 by BRAE Transportation, Inc. and Burlington Northern Railroad Company

For purposes of this filing, Equipment Schedule No. 4 relates only to those railcars, AAR Mechanical Designation, marked as follows:

BN 223536-223537
223600-223642
223644-223647

SEP 2 11 32 AM '88

RECEIVED

Ms. Agatha Mergenovich
August 31, 1988
Page Two

The names and addresses of the parties to the transactions evidenced by the document described above are as follows:

SECURED

PARTY: Morgan Guaranty Trust Company of New York
30 West Broadway
New York, New York 10015

LESSOR: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

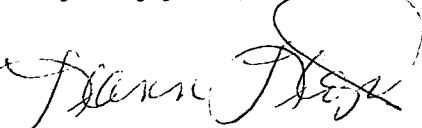
LESSEE: Burlington Northern Railroad Company
9401 Indian Creek Parkway
Overland Park, KS 66210

It is requested that this document be filed and recorded under the names of the parties as set forth above. In view of the fact that they relate to the Purchase Agreement dated as of November 1, 1978 between BRAE Transportation, Inc., and Morgan Guaranty Trust Company of New York, previously recorded and assigned recordation number 9875, we request that they be assigned the next available letter designations under that primary number.

I also enclose a check in the amount of \$13.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$13.00 filing fee, (3) the enclosed copy of this letter and (4) the original and four copies of document (retaining one for your files) all stamped with your official recordation information.

Very truly yours,



Leann Lloyd
Assistant Vice President &
Corporate Secretary

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

9/2/88

LeAnn Lloyd
Brae Corporation
160 Spear Street
San Francisco, CA 94105

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 9/2/88 at 11:35AM, and assigned re-

cordation number(s). 9875-EE, 10053-A & B, 9836-D, 10630-X & Y,
12426-G, 10844-GG, & 11879-R & S

Sincerely yours,

Narita L. McLean

Secretary

Enclosure(s)

COPY
RECORDATION NO. 007574 125

BRAE TRANSPORTATION INC. ("BRAE") hereby leases ~~INTERSTATE COMMERCE COMMISSION~~ ^{to} BURLINGTON NORTHERN RAILROAD COMPANY ("Lessee"), pursuant to that certain [per diem] Lease Agreement dated as of May 1, 1986 (the "Lease").

298 Total

Equipment Schedule No. 4
Page 2

BRAE and Lessee hereby agree that this Equipment Schedule No. 4 shall supersede all previous Schedules and any such previous Schedules shall become null and void as of the date hereof.

BRAE and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Schedule.

Lessee hereby agrees that with respect to those certain 50', 100 ton, double plug door, Plate C boxcars listed above, that BRAE shall have the right to substitute or replace such 100 ton boxcars with 50', 70 ton, double sliding door, Plate C boxcars at any time during the term of the Lease.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the _____ day of _____, 1988.

BRAE TRANSPORTATION, INC.

By

Donald B. Littlefield
Printed Name Donald B. Littlefield
Title President - Rail Division

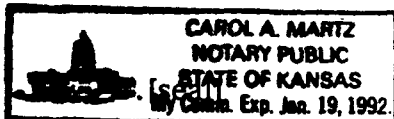
BURLINGTON NORTHERN RAILROAD
COMPANY

By

J. W. Pratt
Printed Name J. W. PRATT
Title OST-FCM

STATE OF Kansas)
COUNTY OF Johnson) ss.

On this 22nd day of July, in the year 1988, before me Carol A. Martz, personally appeared Gow Pratt, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as GST-FCM on behalf of the corporation therein named and acknowledged to me that the corporation executed it.



Carol A. Martz
Notary Public

My commission expires: 1-19-92

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 25th day of July, in the year 1988, before me _____, personally appeared Donald B. Littlefield, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as Pres - Rail on behalf of the corporation therein named and acknowledged to me that the corporation executed it.



Jeann Lloyd
Notary Public

My commission expires: 8/9/91